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William Bernstein (State Bar No. 065200)
Joseph R. Saveri (State Bar No. 130064)
Barry R. Himmelstein (State Bar No. 157736)
Eric B. Fastiff (State Bar No. 82260)
Daniel E. Barenbaum (State Bar No. 209261)
LIEFF, CABRASER, HEIMANN & BERNSTEIN, LLP
275 Battery Street, 30th Floor
San Francisco, CA 94111-3339
Telephone: (415) 956-1000
Facsimile: (415) 956-1008

F I L E D

Clerk of the Superior Court

DEC 15 2005

By: K SANDOVAL, Deputy

Co-Lead Counsel for the El Paso Settlement Class

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SAN DIEGO

(UNLIMITED JURISDICTION)

Coordination Proceeding Special Title (Rule 1550(b)):

J.C.C.P. Nos. 4221, 4224, 4226 & 4228

NATURAL GAS ANTI-TRUST CASES
I, II, III & IV

The Honorable Ronald s. Prager
Coordination Trial Judge

This Document Relates to:

Sweetie's, et al., v. El Paso Corporation, et al., Case No. 319840 (San Francisco Superior Court);
Continental Forge Company vs. Southern California Gas Co., et al., (Los Angeles Superior Court) Case No. BC237336;
Berg, et al., v. Southern California Gas Co., et al., (Los Angeles Superior Court) Case No. BC241951;
City of Long Beach v. Southern California Gas Co., et al., (Los Angeles Superior Court) Case No. BC247114;
City of Los Angeles v. Southern California Gas Co., et al., (Los Angeles Superior Court) Case No. BC247215;
Phillip v. El Paso Merchant Energy LP, (San Diego Superior Court) Case No. GIC 759425;
Phillip v. El Paso Merchant Energy LP, (San Diego Superior Court) Case No. GIC 759426.

[PROPOSED] ORDER
AUTHORIZING INITIAL
DISTRIBUTION OF EL PASO
SETTLEMENT PROCEEDS TO
NON-CORE CLAIMANTS

Date: December 15, 2005

Time: 2:00 p.m.

Dept.: 71

432587.1

ORDER AUTHORIZING INITIAL DISTRIBUTION TO NON-CORE CLAIMANTS

1 Before the Court is Plaintiffs' *ex parte* application for an order authorizing an
2 initial distribution of the El Paso settlement proceeds to members of the Non-Core Natural Gas
3 Subclass who have submitted valid claims. Good cause appearing, the application is granted, and
4 it is ordered as follows:

5 1. The Escrow Agent, Citibank, N.A.,¹ shall, as soon as practicable following
6 presentation of this order by the Designated Representative, transfer the sum of \$142,405,282.10
7 (One Hundred Forty-Two Million Four Hundred Five Thousand Two Hundred Eighty-Two
8 dollars and ten cents) to the Settlement Administrator, Poorman-Douglas Corporation, by wire
9 transfer as follows:

10 Receiving Bank Name: Bank of America, NA
11 Receiving Bank ABA: 0260-0959-3
12 Account Number: 942-937-3038
13 For Credit to: Poorman-Douglas Corporation, as agent for the El Paso Settlement
14 Fund
15 Attn: Jeanne Cinquegrana
16 TIN: 32-0072386

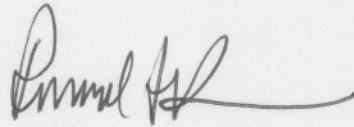
17 2. Following receipt of these funds, the Settlement Administrator shall issue
18 checks in the amounts set forth in the last column (entitled Distribution to Claimant Based on Pro
19 Rata Share In Schedule A) of Exhibit 1 to the Declaration of Daniel S. Arthur in Support of
20 Plaintiffs' Ex Parte Application For Order Authorizing Initial Distribution Of El Paso Settlement
21 Proceeds To Non-Core Claimants ("Exhibit 1") to each Claimant identified on Exhibit 1, by first-
22 class mail, postage prepaid, to the address previously provided to the Settlement Administrator by
23 the Claimant, except that the Settlement Administrator shall not, at this time, issue or mail any
24 checks to the last 10 (10) Claimants identified on Exhibit 1 (denominated "Chevron claims" and
25 "Aera & Equilon claims" in the first column). Should any such checks be returned undeliverable
26 as addressed, the Settlement Administrator is directed to undertake reasonable efforts to obtain a
27 correct address for the Claimant.

28 ¹ Unless defined herein, capitalized terms have the meaning given them in the Amended
Judgment, Final Order, and Decree Granting Final Approval to the Class Action Settlement With
the El Paso Defendants, which incorporates the Master Settlement Agreement and the Allocation
Agreement.

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IT IS SO ORDERED.

Dated: December 15, 2005



RONALD S. PRAGER
Coordination Trial Judge
Superior Court of the State of California
County of San Diego